

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

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In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

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In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

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**COVER SHEET TO SIXTH MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY FOR THE PERIOD OF OCTOBER 1, 2017
THROUGH OCTOBER 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	October 1, 2017 through October 31, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$12,055.95
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$489.03
Total amount for this invoice:	\$12,544.98

This is a: X monthly ___ interim ___ final application

This is O&B's sixth monthly fee application in these cases.

On November 17, 2017 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A

New York, NY 10012

Attn: Professor Arthur J. González
FOMB Board Member

and

Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036

Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,

and

Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602

Attn: Paul V. Possinger, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP

Times Square Tower

7 Times Square

New York, NY 10036

Attn: John J. Rapisardi, Esq.

Suzanne Uhland, Esq.

Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico

Edificio Ochoa

500 Tanca Street

San Juan, PR 00901

(In re: Commonwealth of Puerto Rico)

Fee Examiner:

Godfrey & Kahn, S.C.

One East Main Street

Suite 500

Post Office Box 2719

Madison, WI 53701-2719

Attn: Brady C. Williamson

Co-Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP

200 Park Avenue

New York, NY 10166

Attn: Luc. A. Despina, Esq.

Andrew V. Tenzer, Esq.

Michael E. Comerford, Esq.

G. Alexander Bongartz, Esq.

and

Casillas, Santiago & Torres, LLC (Proposed)

El Caribe Office Building

53 Palmeras Street, Suite 1601

San Juan, PR 00901-2419

Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Afíeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP

919 Third Avenue

New York, NY 10022-3908

Attn: Robert Gordon, Esq.
Richard Levin, Esq.

And

Bennazar, García & Millian, C.S.P.

Edificio Union Plaza, PH-A Piso 18

416 Ave. Ponce de León

Hato Rey, PR 00918

Attn: A.J. Bennazar-Zequeira, Esq.

Summary of Legal Fees for the Period October 1, 2017 through October 31, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Carla Garcia Benitez	Member	Litigation	\$ 325.00	0.10	\$ 32.50
Hermann D. Bauer	Member	Litigation	\$ 280.00	15.00	\$ 4,200.00
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 195.00	4.30	\$ 838.50
Daniel J. Perez Refojos	Associate	Litigation	\$ 165.00	1.70	\$ 280.50
Gabriel L. Olivera Dubon	Associate	Litigation	\$ 175.00	36.30	\$ 6,352.50
Emiliano Trigo Firtz	Associate	Corporate	\$ 180.00	2.40	\$ 432.00
Karla M. Morales	Associate	Corporate	\$ 155.00	7.40	\$ 1,147.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 125.00	0.90	\$ 112.50

Totals 68.10 \$ 13,395.50

Less: 10% Courtesy discount \$ (1,339.55)

SUMMARY OF LEGAL FEES	\$ 12,055.95
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Summary of Disbursements for the Period October 1, 2017 through October 31, 2017

Description - Expenses	Amounts
Duplicating	\$ 358.50
Westlaw	\$ 130.53

Totals \$ 489.03

SUMMARY OF DISBURSEMENTS	\$ 489.03
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Summary of Legal Fees for the Period October 1, 2017 through October 31, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	14.00	\$ 2,302.00
206	Documents Filed on Behalf of the Board	12.70	\$ 2,359.50
207	Non-Board Court Filings	0.10	\$ 28.00
208	Stay Matters	2.90	\$ 591.00
209	Adversary Proceeding	8.90	\$ 2,174.00
210	Analysis and Strategy	9.20	\$ 1,610.00
212	General Administration	7.90	\$ 2,206.00
214	Legal/Regulatory Matters	11.50	\$ 2,012.50
219	Docketing	0.90	\$ 112.50
			\$ 13,395.50
Less: 10% Courtesy Discount			\$ (1,339.55)
TOTALS		68.10	\$ 12,055.95

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$10,850.36, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$489.03) in the total amount of \$11,339.39.

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

November 3, 2017
Bill #: 311692
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
October 31, 2017:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 13,395.50
Less Discount	<u>\$ -1,339.55</u>
Net Professional Services	\$ 12,055.95
Total Reimbursable Expenses	<u>\$ 489.03</u>
TOTAL THIS INVOICE	\$ 12,544.98

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
 RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
10/02/17	HDB	209	Receive and review Joint Motion regarding extension of time for Peaje Appeal and draft e-mail regarding same.	.20	280.00	56.00
10/02/17	KMM	202	Review second draft memorandum regarding Government contracting requirements.	2.00	155.00	310.00
10/03/17	HDB	209	Review Stipulation to Extend Time regarding Peaje Appeal.	.20	280.00	56.00
10/03/17	HDB	209	Review multiple e-mails regarding Peaje Stipulation by all counsel to appeal.	.20	280.00	56.00
10/03/17	HDB	212	Review claim by National Insurance.	.20	280.00	56.00
10/04/17	HDB	212	Review extension of time to oppose Rule 2004 Examination Request.	.20	280.00	56.00
10/05/17	KMM	202	Review and analysis of HTA's Procurement Regulation No. 5263.	1.10	155.00	170.50
10/05/17	KMM	202	Analyze and compare the three bidding processes provided in Regulation No. 5263 with the negotiated competitive bids process provided in Regulation No. 4500.	.90	155.00	139.50
10/05/17	KMM	202	Draft and update memorandum regarding HTA procurement and contracting processes including a new section regarding the three bidding processes provided in Regulation No. 5263.	1.20	155.00	186.00

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10/09/17	HDB	209	Review draft unopposed Urgent Motion and Proposed Order granting defendants a 14-day extension to file their reply brief in support of defendants' motion to dismiss, and jointly requesting oral argument, in Ambac v. the FOMB, Commonwealth and HTA, Adv. No. 17-159-LTA.	.20	280.00	56.00
10/09/17	HDB	209	Receive and review draft unopposed Urgent Motion and Proposed Order granting defendants a 14-day extension to file their reply briefs in support of their motions to dismiss, and jointly requesting oral argument, in Assured Guaranty Corp, et al v. the FOMB, Commonwealth and HTA, Adv. Nos. 17-155-LTS and 17-156-LTS.	.20	280.00	56.00
10/09/17	HDB	212	Follow-up on Siemen's objection with PMA.	.20	280.00	56.00
10/09/17	DJP	206	File Response to Official Committee of Unsecured Creditors' Supplemental Briefing in Support of Limited Participation through the court's electronic filing system in Adv. 17 156 (at Docket No. 77).	.20	165.00	33.00
10/09/17	DJP	206	Review and finalize Unopposed Urgent Motion to Extend Defendants' Time to file Reply Brief in Support of Motions to Dismiss Plaintiffs' Complaints and Joint Request for Oral Argument and Setting of a Hearing Date in New York to be filed in AP 17-155 and 17-156.	.30	165.00	49.50
10/09/17	DJP	206	File Unopposed Urgent Motion to Extend Defendants' Time to file Reply Brief in Support of Motions to Dismiss Plaintiffs' Complaints and Joint Request for Oral Argument and Setting of a Hearing Date in New York through the court's electronic filing system in AP 17-155 and 17-156.	.30	165.00	49.50
10/09/17	DJP	206	Draft and send single email to Prime Clerk LLC, advising of filing of Unopposed Urgent Motion to Extend Defendants' Time to file Reply Brief in Support of Motions to Dismiss Plaintiffs' Complaints and Joint Request for Oral Argument and Setting of a Hearing Date in New York.	.10	165.00	16.50

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10/09/17	DJP	206	Draft and send email to presiding judge attaching stamped version of Unopposed Urgent Motion to Extend Defendants' Time to File Reply Brief in Support of Motion to Dismiss Plaintiff's Complaint and Joint Request for Oral Argument and Setting of a Hearing Date in New York.	.20	165.00	33.00
10/10/17	HDB	212	Review and respond to meeting request regarding HTA assumption of contract issues.	.10	280.00	28.00
10/10/17	HDB	212	Draft e-mail regarding Opposition to Rule 2004 Discovery by Siemens and call with PMA regarding same.	.20	280.00	56.00
10/10/17	HDB	212	Review GDB RSA for references to Siemens' guarantee.	.10	280.00	28.00
10/11/17	CGB	212	Review and analyze email from Proskauer setting forth factual background of GDB guarantee of the Siemens settlement with HTA and potential claims arising from same. FOMB-HTA-GDB.	.10	325.00	32.50
10/11/17	HDB	209	Receive and review Amended Complaint in 17-AP-151, 152.	1.20	280.00	336.00
10/11/17	HDB	212	Receive and review Order Granting Motion for Leave to File Claim under Seal in Case No. 17-3567 filed by Siemens Transportation Partnership Puerto Rico, S.E.	.10	280.00	28.00
10/11/17	HDB	212	Review Carlos E. Martínez e-mail note concerning underlying Siemen's claim and treatment in GDB RSA.	.20	280.00	56.00
10/11/17	MMB	219	Docket court notices received by mail dated October 11, 2017, regarding urgent motion to extend defendants time to file reply brief in support of motions to dismiss plaintiff's complaints and joint request for oral argument (dkt 77, 79, and 84, cases 17-00155, 17-00156, 17-00159) - H. Bauer, U. Fernandez, D. Pérez.	.30	125.00	37.50
10/12/17	HDB	209	Prepare for HTA Contract Assumption meeting with HTA's in-house counsel and opposing attorneys.	.20	280.00	56.00
10/12/17	HDB	209	Participate in meeting regarding potential settlement of HTA contract assumption motions, with movant's and HTA's counsel.	1.30	280.00	364.00

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10/12/17	HDB	212	Follow-up regarding potential Settlement and draft opposition to discovery motion against GDB by Siemens.	.20	280.00	56.00
10/12/17	UMF	209	Review and finalize Peaje appeals stipulations and joint motions to remand the case to the District Court and to stay briefing.	.90	195.00	175.50
10/13/17	HDB	209	Review Stipulation to Remand and Joint Motion to Stay Proceedings in Peaje Appeal and District Court litigations.	.40	280.00	112.00
10/16/17	HDB	212	Follow-up and draft e-mail on status of Stipulation for HTA Motion to Compel Lease Assumption.	.20	280.00	56.00
10/16/17	HDB	212	Outline Stipulation to settle HTA Motions to Compel and provide to G. Oliveras for preparation of initial draft.	.60	280.00	168.00
10/16/17	HDB	209	Review edits to Stipulation to Remand Peaje Appeal.	.20	280.00	56.00
10/16/17	GOD	210	Legal analysis with H. Bauer on settlement negotiations involving HTA and parties seeking to compel assumption or rejection of certain leases.	.30	175.00	52.50
10/16/17	KMM	202	Discussion with E. Trigo regarding Proskauer inquiries about some discrepancies between the Spanish and English language versions of the Puerto Rico Internal Revenue Code on Westlaw.	.20	155.00	31.00
10/16/17	KMM	202	Review Puerto Rico Internal Revenue Code printed version. Review IRC original text and its amendments.	.40	155.00	62.00
10/16/17	KMM	202	Review draft mediation statement on clawbacks.	.40	155.00	62.00
10/16/17	KMM	202	Prepare draft email to be sent to Proskauer regarding discrepancies between the Spanish and English language versions of the Puerto Rico Internal Revenue Code on Westlaw.	.20	155.00	31.00
10/17/17	HDB	208	Receive and review Notice of Presentment of Stipulation for Relief from the Stay between the Commonwealth and Onellia Alicea.	.20	280.00	56.00

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10/17/17	GOD	210	Review and analyze ten (10) motions, oppositions, and replies in contested matter between Tamrio, Inc., Constructora Santiago II, Corp., Ferrovia Agroman, S.A., and Ferrovia Agroman, LLC with HTA, and involving the request for a timeline to assume or reject executory contracts, in preparation for drafting a stipulation resolving the contested matter.	3.70	175.00	647.50
10/17/17	GOD	206	Draft Stipulation Relating to the Puerto Rico Highways and Transportation Authority's executory contracts with (1) Tamrio, Inc.; (2) Constructora Santiago II, Corp.; (3) Ferrovia Agroman, S.A.; and (4) Ferrovia Agroman, LLC.	4.20	175.00	735.00
10/17/17	KMM	202	Conduct legal research to confirm that 13 LPRA 31751a has not been codified in another section.	1.00	155.00	155.00
10/18/17	HDB	206	Edits to initial draft of Stipulation to resolve Motions to Compel Lease Assumption.	.60	280.00	168.00
10/18/17	UMF	208	Drafting stipulation on motion to assume contracts filed by Constructora Santiago.	1.40	195.00	273.00
10/18/17	GOD	206	Finish first draft of Stipulation Relating to the Puerto Rico Highways and Transportation Authority's executory contracts with (1) Tamrio, Inc.; (2) Constructora Santiago II, Corp.; (3) Ferrovia Agroman, S.A.; and (4) Ferrovia Agroman, LLC.	2.40	175.00	420.00
10/18/17	GOD	214	Draft Notice of Presentment for the Stipulation to Resolve Motions to Compel Assumption or Rejection of Executory Contracts filed by Tamrio, Inc., Constructora Santiago II, Corp., Ferrovia Agroman, S.A., and Ferrovia Agroman, LLC.	2.10	175.00	367.50
10/18/17	GOD	214	Supplement Stipulation to Resolve Motions to Compel Assumption or Rejection of Executory Contracts filed by Tamrio, Inc., Constructora Santiago II, Corp., Ferrovia Agroman, S.A., and Ferrovia Agroman, LLC pursuant to H. Bauer's instructions.	4.30	175.00	752.50
10/19/17	HDB	209	Receive and review draft of the FOMB's reply brief regarding the MTD in the Ambac Complaint (17-AP-159).	.60	280.00	168.00
10/19/17	HDB	206	Receive and review draft Urgent Motion to Extend Deadlines to file Creditor List, with Notice of Presentment and draft Order.	.20	280.00	56.00

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10/19/17	HDB	207	Receive and review Motion to Seal Documents Referred to in Proof of Claim No. 9 in Compliance with Court Order at Docket No. 300.	.10	280.00	28.00
10/19/17	HDB	206	Edit revised Notice of Presentment and draft Stipulation to Resolve Motions to Compel.	.40	280.00	112.00
10/19/17	UMF	208	Continue reviewing standard and agreement portions of stipulation on motion to assume contracts filed by Constructora Santiago.	1.20	195.00	234.00
10/19/17	DJP	206	File Notice of Presentment of Order Extending Date to File Creditors Lists, through the court's electronic filing system in the HTA case.	.10	165.00	16.50
10/19/17	GOD	214	Edit the second version of the Stipulation to Resolve Motions to Compel Assumption or Rejection of Executory Contracts filed by Tamrio, Inc., Constructora Santiago II, Corp., Ferrovia Agroman, S.A., and Ferrovia Agroman, LLC as per H. Bauer's instructions.	1.50	175.00	262.50
10/19/17	GOD	212	Circulate the Stipulation to Resolve Motions to Compel Assumption or Rejection of Executory Contracts filed by Tamrio, Inc., Constructora Santiago II, Corp., Ferrovia Agroman, S.A., and Ferrovia Agroman, LLC via email for further review.	.10	175.00	17.50
10/19/17	ETF	206	Revise draft of supplemental mediation statement regarding HTA clawback revenues.	2.40	180.00	432.00
10/19/17	MMB	219	Updated MLS chart to include Dkt. No. 1464 in case 17-03283, notice of presentment of stipulation modifying automatic stay, regarding Gloria M. Esteva Marques.	.10	125.00	12.50
10/19/17	MMB	219	Updated MLS chart to include Dkt. No. 1464 in case 17-03283, notice of presentment of stipulation modifying automatic stay, regarding Arnaldo Ortiz Ortiz.	.10	125.00	12.50
10/20/17	HDB	212	Tel. conf with PMA regarding negotiations with Reed Smith and legal issues regarding pending Rule 2004 Examination request against GDB.	.40	280.00	112.00
10/20/17	HDB	212	Draft e-mail memorandum regarding call with PMA regarding negotiations with Reed Smith and legal issues regarding pending Rule 2004 Examination request against GDB.	.10	280.00	28.00

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10/20/17	GOD	214	Draft proposed order for the Stipulation to Resolve Motions to Compel Assumption or Rejection of Executory Contracts filed by Tamrio, Inc., Constructora Santiago II, Corp., Ferrovia Agroman, S.A., and Ferrovia Agroman, LLC.	1.30	175.00	227.50
10/23/17	HDB	212	Tel. conf counsel for GDB regarding Rule 2004 Examination Motion by Siemens' and opposition thereto.	.50	280.00	140.00
10/23/17	HDB	212	Prepare for conference call with counsel for GDB regarding Rule 2004 Examination Motion by Siemens' and opposition thereto.	.20	280.00	56.00
10/24/17	HDB	209	Review e-mails regarding legal issues regarding judicial notice and admissibility of the HTA Audited Financial Statement and the official bond statement excerpt in connection with 17-AP155/156.	.30	280.00	84.00
10/24/17	HDB	209	Review comments to draft Stipulation on HTA Motions to Compel.	.30	280.00	84.00
10/24/17	HDB	209	Review Urgent Motion for Leave to File in excess of page limit in 17-AP-155, 156.	.20	280.00	56.00
10/24/17	UMF	206	Review draft of stipulation on assumption of executor contract of TAMRIO, INC., Constructora Santiago II, Corp., and Ferrovia Agroman, S.A..	.80	195.00	156.00
10/24/17	DJP	206	File Unopposed Urgent Motion for Leave to Exceed Page Limits for Defendants' Joint Reply in Support of their Motion to Dismiss the Amended Complaint through the court's electronic filing system in Adversary Proceeding 17-156.	.10	165.00	16.50
10/24/17	GOD	214	Edit and supplement Stipulation to Resolve Motions to Compel Assumption or Rejection of Executory Contracts filed by Tamrio, Inc., Constructora Santiago II, Corp., Ferrovia Agroman, S.A., and Ferrovia Agroman, LLC.	1.40	175.00	245.00
10/24/17	GOD	214	Edit and supplement Notice of Presentment of the Stipulation to Resolve Motions to Compel Assumption or Rejection of Executory Contracts filed by Tamrio, Inc., Constructora Santiago II, Corp., Ferrovia Agroman, S.A., and Ferrovia Agroman, LLC.	.90	175.00	157.50

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10/24/17	GOD	210	Legal analysis of the Stipulation to Resolve Motions to Compel Assumption or Rejection of Executory Contracts filed by Tamrio, Inc., Constructora Santiago II, Corp., Ferrovial Agroman, S.A., and Ferrovial Agroman, LLC.	.30	175.00	52.50
10/25/17	HDB	208	Review Motion to Set Deadlines regarding Motion to List Stay by HTA Managerial Employees.	.10	280.00	28.00
10/25/17	HDB	212	Tel. conf with counsel for GDB on Objection to Siemens' Rule 2004 Examination. Draft e-mail to M. Zerjal.	.20	280.00	56.00
10/26/17	HDB	212	Follow-up with O. Ramos regarding Siemens' opposition to Rule 2004 Examination.	.10	280.00	28.00
10/26/17	DJP	206	File Reply Memorandum in Support of Motion to Dismiss Plaintiffs' Amended Complaint Pursuant to Fed.R.Civ.P. 12(b)(1) and (b)(6) in case No. 17-156-LTS, through the Court's electronic filing system.	.20	165.00	33.00
10/26/17	DJP	206	File Defendants' Objection to Plaintiffs' Request for Judicial Notice, to be filed in the Assured Adversary Proceedings through the court's electronic filing system in case 17-156-LTS.	.10	165.00	16.50
10/26/17	DJP	206	File Defendants' Evidentiary Objections to Declaration and Exhibits Submitted in Support of Plaintiff's Opposition to Defendants' Motion to Dismiss through the court's electronic filing system in case 17-156-LTS.	.10	165.00	16.50
10/26/17	MMB	219	Docket court notice received by mail dated October 26, 2017, regarding order to extend date to file creditor lists - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
10/27/17	HDB	212	Review draft Opposition of Rule 2004 Motion by GDB's counsel and Proskauer edits.	.80	280.00	224.00
10/27/17	HDB	212	Coordinate legal research regarding Opposition to Rule 2004 Motion.	.20	280.00	56.00
10/27/17	HDB	212	Tel. conf. O. Ramos regarding opposition to Siemens Rule 2004 Examination Request.	.20	280.00	56.00
10/27/17	HDB	212	Tel. conf. O. Ramos regarding comments to draft opposition to Siemens examination request.	.20	280.00	56.00
10/27/17	HDB	212	Tel. conf with Proskauer regarding opposition to Siemens Rule 2004 Examination.	.20	280.00	56.00

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10/27/17	GOD	202	Research case law from the US Bankruptcy Court for Puerto Rico, the US District Court for Puerto Rico, and First Circuit Court of Appeals on the scope of Federal Rule of Bankruptcy Procedure 2004.	3.70	175.00	647.50
10/27/17	GOD	202	Research case law on the pending litigation rule, as applied to Federal Rule of Bankruptcy Procedure 2004, and whether it may be used when there exists the possibility of future litigation.	2.90	175.00	507.50
10/27/17	GOD	210	Conference call with counsel at Proskauer Rose to analyze the Objection to Siemens Transportation Partnership, S.E.'S Motion for Authorization to Conduct Examination of the Government Development Bank for Puerto Rico, Carlos Vizcarrondo and Hector Betancourt, Pursuant to Federal Rule of Bankruptcy Procedure 2004 and Local Bankruptcy Rule 2004-1.	.40	175.00	70.00
10/27/17	GOD	210	Review, draft, and edit Objection to Siemens Transportation Partnership, S.E.'S Motion for Authorization to Conduct Examination of the Government Development Bank for Puerto Rico, Carlos Vizcarrondo and Hector Betancourt, Pursuant to Federal Rule of Bankruptcy Procedure 2004 and Local Bankruptcy Rule 2004-1.	2.80	175.00	490.00
10/27/17	MMB	219	Review case dockets; update MLS chart.	.30	125.00	37.50
10/28/17	HDB	212	Review additional edits to opposition to Rule 2004 Motion for Examination of GDB.	.40	280.00	112.00
10/28/17	HDB	212	Prepare for conference call with counsel for GDB.	.20	280.00	56.00
10/28/17	HDB	212	Tel. conf with counsel for GDB and Proskauer regarding Siemens.	.40	280.00	112.00
10/28/17	GOD	210	Analyze latest version, sent by counsel at Proskauer Rose, of the Objection to Siemens Transportation Partnership, S.E.'S Motion for Authorization to Conduct Examination of the Government Development Bank for Puerto Rico, Carlos Vizcarrondo and Hector Betancourt, Pursuant to Federal Rule of Bankruptcy Procedure 2004 and Local Bankruptcy Rule 2004-1.	1.20	175.00	210.00

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10/28/17	GOD	210	Conference call with counsel for the Government Development Bank to discuss legal strategy and hearing preparation for the Objection to Siemens Transportation Partnership, S.E.'S Motion for Authorization to Conduct Examination of the Government Development Bank for Puerto Rico, Carlos Vizcarrondo and Hector Betancourt, Pursuant to Federal Rule of Bankruptcy Procedure 2004 and Local Bankruptcy Rule 2004-1.	.50	175.00	87.50
10/30/17	HDB	212	Review issues regarding Stipulation to Resolve HTA Motion to Compel.	.20	280.00	56.00
10/30/17	HDB	212	Tel. conf. with A. Lopez and Proskauer regarding HTA Motions to Compel.	.20	280.00	56.00
10/30/17	HDB	212	Review revised opposition to Siemens Motion for a Rule 2004 Exam and draft declaration in support of the same.	.40	280.00	112.00
10/30/17	HDB	212	Tel. conf. with A. Lopez regarding Objection to Siemens Rule 2004 Examination.	.20	280.00	56.00
10/31/17	HDB	212	Revise final draft and sign-off on objection to Siemens Rule 2004 Examination Request.	.30	280.00	84.00
10/31/17	GOD	209	Analyze and edit Defendants' Objection to Plaintiff's Request for Judicial Notice for filing in adversary proceeding 17-159.	1.10	175.00	192.50
10/31/17	GOD	209	Analyze and edit Defendants' Evidentiary Objections to Declaration and Exhibits Submitted in Support of Plaintiff's Opposition to Defendants' Motion to Dismiss for filing in adversary proceeding 17-159.	1.20	175.00	210.00

TOTAL PROFESSIONAL SERVICES	\$ 13,395.50
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Less Discount	<u>\$ -1,339.55</u>
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NET PROFESSIONAL SERVICES:	\$ 12,055.95
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SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
CARLA GARCIA BENITEZ	.10	325.00	32.50
HERMANN BAUER	15.00	280.00	4,200.00

Bill #: 311692

November 3, 2017

UBALDO M. FERNANDEZ BARRERA	4.30	195.00	838.50
DANIEL J. PEREZ REFOJOS	1.70	165.00	280.50
GABRIEL L. OLIVERA DUBON	36.30	175.00	6,352.50
EMILIANO TRIGO FRITZ	2.40	180.00	432.00
KARLA M. MORALES	7.40	155.00	1,147.00
MILAGROS MARCANO BAEZ	.90	125.00	112.50
Total	68.10		\$ 13,395.50

EXPENSES

Date	Description	Amount
10/12/17	DUPLICATING - AS OF 10/12/17 (17 Copies @ \$.25)	4.25
10/20/17	DUPLICATING - AS OF 10/20/17 (1417 Copies @ \$.25)	354.25
10/31/17	WESTLAW -Legal Research as of 10-31-2017	10.26
10/31/17	WESTLAW -Legal Research as of 10-31-2017	120.27

TOTAL REIMBURSABLE EXPENSES \$ 489.03

TOTAL THIS INVOICE \$ 12,544.98

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X

**COVER SHEET TO SEVENTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY FOR THE PERIOD OF
NOVEMBER 1, 2017 THROUGH NOVEMBER 30, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	November 1, 2017 through November 30, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$5,934.60
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$38.40
Total amount for this invoice:	\$5,973.00

This is a: X monthly ___ interim ___ final application

This is O&B's seventh monthly fee application in these cases.

On April 2, 2018 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. González
FOMB Board Member

and

Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,

and

Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602
Attn: Paul V. Possinger, Esq.

Fee Examiner:

Godfrey & Kahn, S.C.
Attn: Brady C. Williamson
bwilliam@gklaw.com

**Co-Counsel for the Official Committee of
Unsecured Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.

and

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Suite 1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Afíses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)
and
Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhart
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 1022-3908
Attn: Robert Gordon, Esq.
Richard Levin, Esq.
And
Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq.

HTA TITLE III

Summary of Legal Fees for the Period November 1, 2017 through November 30, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 280.00	5.10	\$ 1,428.00
Carla Garcia Benitez	Member	Litigation	\$ 325.00	2.30	\$ 747.50
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 195.00	3.30	\$ 643.50
Paula A. Gonzalez Montalvo	Associate	Litigation	\$ 165.00	7.40	\$ 1,221.00
Gabriel L. Olivera Dubon	Associate	Litigation	\$ 175.00	3.40	\$ 595.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 165.00	9.00	\$ 1,485.00
Emiliano Trigo Firtz	Associate	Corporate	\$ 180.00	1.80	\$ 324.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 125.00	1.20	\$ 150.00

Totals 33.50 \$ 6,594.00

Less: 10% Courtesy discount \$ (659.40)

SUMMARY OF LEGAL FEES	\$ 5,934.60
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Summary of Disbursements for the Period November 1, 2017 through November 30, 2017

Description - Expenses	Amounts
IRS Stamps-Copy of Official Translation	\$ 12.40
Process Server-Braham Santiago-Supreme Court	\$ 26.00

Totals \$ 38.40

SUMMARY OF DISBURSEMENTS	\$ 38.40
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HTA TITLE III

Summary of Legal Fees for the Period November 1, 2017 through November 30, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	10.80	\$ 1,785.00
203	Hearings and other Non Filed Communications with the Court	0.10	\$ 16.50
206	Documents Filed on Behalf of the Board	1.10	\$ 181.50
208	Stay Matters	0.20	\$ 56.00
209	Adversary Proceeding	14.00	\$ 3,202.00
210	Analysis and Strategy	4.80	\$ 797.00
212	General Administration	1.30	\$ 364.00
218	Employment and Fee Applications	0.60	\$ 117.00
219	Docketing	0.60	\$ 75.00
			\$ 6,594.00
Less: 10% Courtesy Discount			\$ (659.40)
TOTALS		33.50	\$ 5,934.60

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$5,341.14, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$38.40) in the total amount of \$5,379.54.

Exhibit A

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

December 5, 2017

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE HTA TITLE III

December 5, 2017
Bill #: 313572
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
November 30, 2017:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 6,594.00
Less Discount	<u>\$ -659.40</u>
Net Professional Services	\$ 5,934.60
Total Reimbursable Expenses	<u>\$ 38.40</u>
TOTAL THIS INVOICE	\$ 5,973.00

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL: (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
11/02/17	DJP	210	Review and analyze the provisions contained in 13 L.P.R.A. § 31751 in order to determine whether it stands for the proposition that the Puerto Rico Integrated Transit Authority Excise Taxes flow through the Treasury before being transferred to the former.	.60	165.00	99.00
11/02/17	DJP	210	Review and analyze the provisions contained in 9 L.P.R.A. § 5681 in order to determine whether it supports contention that the PRHTA Vehicle Fees flow through the Treasury before being transferred to PRHTA.	.40	165.00	66.00
11/02/17	DJP	210	Discuss and develop possible arguments that support proposition that the proceeds from the Hotel Tax collected by the Tourism Company are property of the Commonwealth Government.	.40	165.00	66.00
11/02/17	DJP	209	Draft and send email to attorneys at Proskauer Rose LLP detailing specific statutes that support propositions that the Puerto Rico Integrated Transit Authority Excise taxes and the PRHTA Vehicle Fees flow through the Treasury Department prior to being transferred to those entities, as well as additional arguments to support that the proceeds from the Hotel Tax belong to the Commonwealth Government.	.30	165.00	49.50
11/02/17	DJP	210	Review and analyze table depicting the flow of revenues received by different instrumentalities in connection with multiple excise taxes.	.30	165.00	49.50

O'Neill & Borges LLC

Bill #: 313572

December 5, 2017

11/07/17	HDB	212	Conference with J. Cardona, counsel for Movants on HTA Motion to Compel Assumption or Rejection of Executory Contracts, regarding settlement and adjournment of hearing on Motions.	.20	280.00	56.00
11/07/17	GOD	210	Review and analyze AAFAF's comments and edits to the Stipulation to Resolve Motions to Compel Assumption or Rejection of Executory Contracts Filed by Tamrio, Inc., Constructora Santiago II, Corp., Ferrovial Agroman, S.A., and Ferrovial Agroman, LLC.	.50	175.00	87.50
11/07/17	GOD	209	Assist in the preparation of the Unopposed Urgent Motion to Extend Defendants' Time to File Responsive Pleading to Plaintiff's Amended Complaint in adversary proceedings 17-151 and 17-152.	1.60	175.00	280.00
11/07/17	MMB	219	Docket court notices in cases 17-00155, 17-00156, 17-00159 received by mail on November 6, 2017, regarding expedited hearing on urgent motion of intervenor Official Committee of Unsecured Creditors to expedite consideration of urgent motion - H. Bauer, U. Fernandez, D. Pérez.	.20	125.00	25.00
11/08/17	HDB	209	Receive and review Siemens's Reply to Rule 2004 Examination Motion.	.60	280.00	168.00
11/08/17	HDB	212	Review edits to draft HTA Motion to Compel Stipulation.	.40	280.00	112.00
11/08/17	HDB	212	Draft e-mail to counsel regarding Stipulation to resolve Motion to Compel.	.10	280.00	28.00
11/08/17	GOD	209	Review and edit final version of the Unopposed Urgent Motion to Extend Defendants' Time to File Responsive Pleading to Plaintiff's Amended Complaint for filing in adversary proceedings 17-151 & 17-152.	.40	175.00	70.00
11/08/17	GOD	209	Review and edit the final version of the [Proposed] Order Granting Defendants' Unopposed Urgent Motion to Extend Time to File Responsive Pleading to Plaintiff's Amended Complaint for filing in adversary proceedings 17-151 & 17-152.	.20	175.00	35.00
11/08/17	GOD	209	File the Unopposed Urgent Motion to Extend Defendants' Time to File Responsive Pleading to Plaintiff's Amended Complaint for filing in adversary proceeding 17-151.	.30	175.00	52.50

O'Neill & Borges LLC

Bill #: 313572

December 5, 2017

11/08/17	GOD	209	File the Unopposed Urgent Motion to Extend Defendants' Time to File Responsive Pleading to Plaintiff's Amended Complaint for filing in adversary proceeding 17-152.	.20	175.00	35.00
11/08/17	GOD	209	Pursuant to the case management order, notify all parties in interest of the filing of the Unopposed Urgent Motion to Extend Defendants' Time to File Responsive Pleading to Plaintiff's Amended Complaint for filing in adversary proceedings 17-151 & 17-152.	.20	175.00	35.00
11/08/17	MMB	219	Docket court notice received by mail dated November 7, 2017, regarding deadline for Siemens Transportation Partnership to file certified English translations - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/08/17	MMB	219	Docket court notice received by mail dated November 7, 2017, regarding briefing deadlines on Ambac Assurance urgent motion dkt. 109 - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/09/17	HDB	209	Receive and review e-mails on meet and confer on surreplies to Committee's Motions in Adv Proc. Nos. 17-155, 156	.20	280.00	56.00
11/09/17	UMF	209	Review response to Plaintiffs' Urgent Cross-Motion for Leave to File a Surreply to Respond to the Supplemental Reply Brief of the Official Committee of Unsecured Creditors and for a Corresponding Adjournment of the November 21, 2017 Hearing.	1.40	195.00	273.00
11/09/17	MMB	219	Docket court notice received by mail dated November 8, 2017, regarding deadline to file answer to amended complaint in cases 17-00151 and 17-00152 - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/10/17	HDB	209	Receive and review Assured's Plaintiffs' (I) Objection to the Urgent Motion of Official Committee to be Heard at the November 21, 2017 Hearings In Monoline/HTA Proceedings With Respect To Pending Motions to Dismiss and (II) Urgent Cross-Motion for Leave To File a Surreply to Respond To the Supplemental Reply Brief of the Official Committee of Unsecured Creditors and for a Corresponding Adjournment of the November 21, 2017 Hearing filed in Adv. 17-155 & Adv. 17-156	.20	280.00	56.00

O'Neill & Borges LLC

Bill #: 313572

December 5, 2017

11/12/17	HDB	209	Review issues regarding HTA enabling act in connection with 17-AP-155.	.20	280.00	56.00
11/13/17	HDB	209	Receive and review Reply to (I) Defendants' Objection to Plaintiffs' Request for Judicial Notice and (II) Defendants' Evidentiary Objections to Declaration and Exhibits Submitted in Support of Plaintiff's Opposition to Defendants' Motion to Dismiss Filed by Assured Guaranty Corp., Assured Guaranty Municipal Corp., Financial Guaranty Insurance Company and National Public Finance Corporation in 17-AP-155.	.30	280.00	84.00
11/14/17	HDB	209	Review queries regarding HTA Enabling Act relative to 17-AP-155/156	.30	280.00	84.00
11/14/17	HDB	212	Review legal issues regarding arguments on Siemens Rule 2004 Examination Motion.	.40	280.00	112.00
11/14/17	ETF	202	Procure a copy of the official English version of Act 74-1965 and reviewing same.(1.20) Review Act 1-1991.(.20) Email correspondence with Proskauer regarding same.(.40)	1.80	180.00	324.00
11/16/17	UMF	218	Draft sixth monthly fee application and letter on payment of fee application as per the Order on Interim Compensation.	.60	195.00	117.00
11/16/17	DJP	206	File Informative Motion of the Financial Oversight and Management Board Regarding November 21, 2017 10:30 A.M. Hearing through the court's electronic filing system in AP 17-156.	.10	165.00	16.50
11/17/17	HDB	209	Review and sign-off on Answer to Adversary Proceedings 17-AP-151 and 152.	.90	280.00	252.00
11/17/17	HDB	209	Review AAFAF's and Individual Defendants Answers to Complaints 17-AP-151 an 152.	.70	280.00	196.00
11/17/17	UMF	209	Review Commonwealth's and HTA's Answer to Peaje's Amended Complaint in Adv. Proc. Nos. 17 BK-151-LTS and 17 BK-152-LTS.	1.30	195.00	253.50
11/17/17	DJP	210	Review and finalize Answer to the Amended Complaint filed by Peaje Investments LLC in anticipation of its filing.	1.80	165.00	297.00
11/17/17	DJP	206	Review and organize exhibit to be filed together with Answer to the Amended Complaint filed by Peaje Investments LLC.	.30	165.00	49.50

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 313572

December 5, 2017

11/17/17	DJP	206	File Answer to the Amended Complaint filed by Peaje Investments LLC through the court's electronic filing system in case 17-151.	.20	165.00	33.00
11/17/17	DJP	206	Draft and send email to Prime Clerk LLC informing of filing of Amended Complaint filed by Peaje Investments LLC in cases 17-151 and 17-152.	.10	165.00	16.50
11/17/17	DJP	206	Draft and send email to presiding judge attaching the Answer to the Amended Complaint filed by Peaje Investments LLC, as filed in cases 17-151 and 17-152.	.20	165.00	33.00
11/21/17	DJP	203	File transcript request form through the court's electronic filing system in the Adversary Proceeding initiated by Assured Guaranty Corp. v. Commonwealth of Puerto Rico (AP 17-156).	.10	165.00	16.50
11/21/17	MMB	219	Docket court notice received by mail dated November 17, 2017, regarding transcript of November 15, 2017 motion hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/21/17	MMB	202	Contact the Bureau of Translations of the Supreme Court of Puerto Rico to investigate whether official translation of opinion available, request copy thereof.	.30	125.00	37.50
11/22/17	CGB	209	Review Librotex and other key case law governing post-judgment attachment claims over public corporation assets.	1.70	325.00	552.50
11/22/17	CGB	209	Review and revise Draft email responding to legal team queries regarding Puerto Rico case law governing post-judgment attachment claims over public corporation assets and potential applicability to Assured Guaranty Corp Adv. Proceeding 17-00156-LTS.	.60	325.00	195.00
11/22/17	DJP	202	Conduct legal research in connection with whether as a general rule, public corporation assets are subject to attachments pursuant to the doctrine established in Librotex, Inc. v. A.A.A., No. CE-94-395, 1995 WL 905903 (P.R. July 14, 1995), and its progeny by, among other things, reviewing and analyzing subsequent cases in Puerto Rico and federal courts interpreting that holding and/or further elaborating on that issue.	1.40	165.00	231.00

O'Neill & Borges LLC

Bill #: 313572

December 5, 2017

11/22/17	DJP	202	Conduct legal research as to whether HTA falls within the public corporation definition as set forth in Librotex, Inc. v. A.A.A., No. CE-94-395, 1995 WL 905903 (P.R. July 14, 1995), and its progeny, by reviewing case law describing the components of HTA as well as various sections of its enabling act and comparing them to those pertaining to those of other judicially-recognized public corporations.	1.10	165.00	181.50
11/22/17	DJP	202	Review and analyze available case law within the district court for the district of Puerto Rico dealing with attachment of the assets of HTA and other clawback entities.	.70	165.00	115.50
11/22/17	DJP	210	Draft, revise, and discuss memorandum addressing the issues of (a) the general rule contained in Librotex, Inc. v. A.A.A., No. CE-94-395, 1995 WL 905903 (P.R. July 14, 1995), pursuant to which public corporation assets are not subject to attachment; (b) whether HTA is a public corporation within the meaning of that term as discussed in Librotex; and (c) whether HTA assets can be attached in execution of judgment.	.80	165.00	132.00
11/22/17	PAG	202	Read and analyze pertinent Puerto Rico case law regarding the attachment of assets of public corporations prior to preparing the draft response addressing whether the assets of the Puerto Rico Highways & Transportation Authority are subject to attachment.	3.20	165.00	528.00
11/22/17	PAG	202	Incorporate pertinent Puerto Rico case law regarding the attachment of assets of public corporations to the draft response addressing whether the assets of the Puerto Rico Highways & Transportation Authority are subject to attachment.	1.10	165.00	181.50
11/22/17	PAG	202	Conduct research on cases dealing with the attachment of the assets of the Puerto Rico Highways & Transportation Authority to included in the draft response addressing whether the assets of the Puerto Rico Highways & Transportation Authority are subject to attachment.	.60	165.00	99.00
11/22/17	PAG	202	Revise and edit draft response addressing whether the assets of the Puerto Rico Highways & Transportation Authority are subject to attachment.	.30	165.00	49.50

O'Neill & Borges LLC

Bill #: 313572

December 5, 2017

11/22/17	MMB	202	Review email from clerk of the Supreme Court regarding availability of official translation of Supreme Court Librotex opinion.	.10	125.00	12.50
11/22/17	MMB	202	Coordinate delivery of Internal Revenue stamps to clerk of the Supreme Court to pick up of copy of official translation of opinion. in Librotex case.	.20	125.00	25.00
11/27/17	HDB	212	Receive and review letter from US Trustee regarding ERS Creditor committee.	.20	280.00	56.00
11/28/17	HDB	208	Receive and review Lift Stay Notice regarding Harrileen Méndez Colón, et al v. Autoridad de Carreteras, et al (A2CI 2007-0481), Angel L. Echevarria Corchado v. Autoridad de Carreteras, et al, and Madeline Barreto Méndez, et al v. Autoridad de Carreteras, et al.	.20	280.00	56.00
11/28/17	DJP	206	File Defendants' Post-Hearing Supplemental Brief Addressing Bankruptcy Code Section 544(a) in Support of Defendants' Motion to Dismiss Plaintiffs' Amended Complaint and supporting exhibit through the court's electronic filing system in case 17-156.	.20	165.00	33.00
11/30/17	HDB	209	Receive and review Motion and Proposed Order regarding GDB Rule 2004 Examination.	.20	280.00	56.00
11/30/17	PAG	209	Read and analyze pertinent secondary sources to examine whether the Spanish counterparts of Sections 5192-5194 of the Puerto Rico Civil Code establish a statutory lien and confer property interests in the particular pieces of property it addresses.	2.20	165.00	363.00

TOTAL PROFESSIONAL SERVICES \$ 6,594.00

Less Discount \$ -659.40

NET PROFESSIONAL SERVICES: \$ 5,934.60

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
CARLA GARCIA BENITEZ	2.30	325.00	747.50
HERMANN BAUER	5.10	280.00	1,428.00
UBALDO M. FERNANDEZ BARRERA	3.30	195.00	643.50
DANIEL J. PEREZ REFOJOS	9.00	165.00	1,485.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 313572

December 5, 2017

GABRIEL L. OLIVERA DUBON	3.40	175.00	595.00
EMILIANO TRIGO FRITZ	1.80	180.00	324.00
PAULA A. GONZALEZ MONTALVO	7.40	165.00	1,221.00
MILAGROS MARCANO BAEZ	1.20	125.00	150.00
Total	33.50		\$ 6,594.00

EXPENSES

Date	Description	Amount
11/22/17	IRS STAMPS, VOUCHERS- COPY OF OFFICIAL TRANSLATION - MMB	12.40
11/30/17	PROCESS SERVER - BRAHAM SANTIAGO - 11/22/2017 - SUPREME COURT - MMB	26.00

TOTAL REIMBURSABLE EXPENSES \$ 38.40

TOTAL THIS INVOICE \$ 5,973.00

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X

**COVER SHEET TO EIGHTH MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY FOR THE PERIOD OF
DECEMBER 1, 2017 THROUGH DECEMBER 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	December 1, 2017 through December 31, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$1,798.20
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$29.00
Total amount for this invoice:	\$1,827.20

This is a: X monthly ___ interim ___ final application

This is O&B's eighth monthly fee application in these cases.

On April 2, 2018 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. González
FOMB Board Member
and

Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,
and

Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602
Attn: Paul V. Possinger, Esq.

Fee Examiner:

Godfrey & Kahn, S.C.
Attn: Brady C. Williamson
bwilliam@gklaw.com

**Co-Counsel for the Official Committee of
Unsecured Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Suite 1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Afíeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)
and

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhart
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 1022-3908
Attn: Robert Gordon, Esq.
Richard Levin, Esq.
And
Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq.

HTA TITLE III

Summary of Legal Fees for the Period December 1, 2017 through December 31, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$290.00	3.30	\$ 957.00
Daniel J. Perez Refojos	Associate	Litigation	\$180.00	0.90	\$ 162.00
Gabriel L. Olivera Dubon	Associate	Litigation	\$190.00	2.20	\$ 418.00
Emiliano Trigo Firtz	Associate	Corporate	\$200.00	1.90	\$ 380.00
Milagros Marcano Baez	Paralegal	Litigation	\$135.00	0.60	\$ 81.00

Totals **8.90** **\$ 1,998.00**

Less: 10% Courtesy discount **\$ (199.80)**

SUMMARY OF LEGAL FEES	\$ 1,798.20
------------------------------	--------------------

Summary of Disbursements for the Period December 1, 2017 through December 31, 2017

Description - Expenses	Amounts
Duplicating	\$ 29.00

Totals **\$ 29.00**

SUMMARY OF DISBURSEMENTS	\$ 29.00
---------------------------------	-----------------

HTA TITLE III

Summary of Legal Fees for the Period December 1, 2017 through December 31, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
206	Documents Filed on Behalf of the Board	5.30	\$1,087.00
207	Non-Board Court Filings	0.30	\$ 87.00
208	Stay Matters	0.90	\$ 261.00
209	Adversary Proceeding	0.70	\$ 125.50
212	General Administration	1.10	\$ 319.00
219	Docketing	0.10	\$ 13.50
221	Discovery/2004 Examinations	0.50	\$ 105.00

\$1,998.00

Less: 10% Courtesy Discount

\$ (199.80)

TOTALS	8.90	\$1,798.20
---------------	-------------	-------------------

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$1,618.38, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$29.00) in the total amount of \$1,647.38.

Exhibit A

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

December 31, 2017

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE HTA TITLE III

December 31, 2017
Bill #: 317553
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
December 31, 2017:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 1,739.50
Less Discount	<u>\$ -173.95</u>
Net Professional Services	\$ 1,565.55
Total Reimbursable Expenses	<u>\$ 29.00</u>
TOTAL THIS INVOICE	\$ 1,594.55

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/07/17	HDB	207	Receive and review Motion for Payment of Funds by Juan Soto Balbas.	.20	290.00	58.00
12/08/17	HDB	212	Follow-up with counsel for Movants in Assumption Motion (J. Cardona) regarding Stipulation.	.10	290.00	29.00
12/11/17	HDB	212	Tel. conf with counsel for Movants as to HTA's Motions to Compel.(.20) Draft e-mail regarding same.(.10)	.30	290.00	87.00
12/11/17	GOD	206	Review and edit the Supplemental Order Granting Motion for Entry of Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4).	.20	190.00	38.00
12/11/17	GOD	206	Assist in the preparation for filing of Notice of Presentment of Supplemental Order Granting Motion for Entry of Order Extending Time to Assume Or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4).	.50	190.00	95.00
12/11/17	GOD	206	File the Notice of Presentment of Supplemental Order Granting Motion for Entry of Order Extending Time to Assume Or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4).	.20	190.00	38.00
12/11/17	GOD	206	Notify all interested parties of the filing of the Notice of Presentment of Supplemental Order Granting Motion for Entry of Order Extending Time to Assume Or Reject Unexpired Leases of Nonresidential Real Property Pursuant to Bankruptcy Code Section 365(d)(4).	.20	190.00	38.00

O'Neill & Borges LLC

Bill #: 317553

December 31, 2017

12/12/17	HDB	208	Receive and review request to lift stay by Autoridad de Carreteras y Transportación de P.R. v. Corporación Rexach Hermanos, Inc. y Otros, Civil Num. K EF2004-1050.	.20	290.00	58.00
12/13/17	HDB	212	Review comments by Movants to draft HTA Stipulation to resolve motions to compel assumption of certain executory contracts.	.30	290.00	87.00
12/14/17	HDB	208	Receive and review stay relief request by FDR1500, Corp for HTA.	.20	290.00	58.00
12/15/17	HDB	221	Review and sign-off Notice for Proskauer's HTA Fee Application.	.10	290.00	29.00
12/15/17	GOD	221	File the Summary Sheet To First Interim Fee Application Of Proskauer Rose LLP For Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Attorneys For The Financial Oversight And Management Board For Puerto Rico, As Representative Of The Debtor, The Puerto Rico Highways & Transportation Authority, For The Period May 21, 2017 Through September 30, 2017.	.20	190.00	38.00
12/15/17	GOD	221	File the Notice Of Filing Of First Interim Fee Application Of Proskauer Rose LLP For Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Attorneys For The Financial Oversight And Management Board For Puerto Rico, As Representative Of The Debtor, The Puerto Rico Highways & Transportation Authority, For The Period May 21, 2017 Through September 30, 2017.	.20	190.00	38.00
12/21/17	HDB	206	Receive and review HTA Creditor List.	.30	290.00	87.00
12/21/17	HDB	206	Review Notice of filing HTA Creditor List.	.20	290.00	58.00
12/22/17	HDB	207	Review urgent motion for extension of time to extend briefing schedule regarding Notice of Compliance and Petition for Payment of Funds by A. Jimenez.	.10	290.00	29.00
12/22/17	HDB	206	Revise and sign-off on HTA Notice of Creditor Matrix.	.20	290.00	58.00
12/22/17	HDB	208	Review lift stay notice by Angel Ricardo Rodriguez.(.10) Draft e-mail regarding same.(.10)	.20	290.00	58.00

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 317553

December 31, 2017

12/22/17	DJP	206	Review and finalize Notice of Filing of Creditor List for the Puerto Rico Highways and Transportation Authority, and supporting exhibits.	.40	180.00	72.00
12/22/17	DJP	206	File Notice of Filing of Creditor List for the Puerto Rico Highways and Transportation Authority through the court's electronic filing system in the HTA case.	.20	180.00	36.00
12/22/17	DJP	206	Draft and send email to Prime Clerk LLC informing of the filing of Notice of Filing of Creditor List for the Puerto Rico Highways and Transportation Authority, and exhibits, and requesting service thereof.	.10	180.00	18.00
12/22/17	DJP	206	Draft and send email to presiding judge attaching stamped version of the Notice of Filing of Creditor List for the Puerto Rico Highways and Transportation Authority, and supporting exhibits, as filed in the Commonwealth and HTA cases.	.20	180.00	36.00
12/26/17	MMB	219	Docket court notice received by mail dated December 22, 2017, regarding order 362 extending deadlines under order scheduling briefing in connection with notice of compliance (related dkt. 361).	.10	135.00	13.50
12/27/17	HDB	208	Receive and review Castro Business Enterprises Notice for Relief from Stay.(.10) Draft e-mails regarding same.(.10)	.20	290.00	58.00
12/29/17	HDB	208	Receive and review e-mail by J. Maldonado (HTA Counsel) regarding views on request for relief from stay regarding Castro Business Enterprises.	.10	290.00	29.00
12/29/17	HDB	212	Revise draft Mediation Statement regarding HTA toll revenues.	.40	290.00	116.00
12/29/17	ETF	206	Comment on draft of supplemental mediation statement on issues regarding HTA toll revenues.(1.40) Checking HTA enabling act and last official statement issued by HTA.(.50)	1.90	200.00	380.00

TOTAL PROFESSIONAL SERVICES	\$ 1,739.50
Less Discount	<u>\$ -173.95</u>
NET PROFESSIONAL SERVICES:	\$ 1,565.55

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 317553

December 31, 2017

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	3.10	290.00	899.00
DANIEL J. PEREZ REFOJOS	.90	180.00	162.00
GABRIEL L. OLIVERA DUBON	1.50	190.00	285.00
EMILIANO TRIGO FRITZ	1.90	200.00	380.00
MILAGROS MARCANO BAEZ	.10	135.00	13.50
Total	7.50		\$ 1,739.50

EXPENSES

Date	Description	Amount
12/15/17	DUPLICATING - AS OF 12/15/17 (6 Copies @ \$.25)	1.50
12/15/17	DUPLICATING - AS OF 12/15/17 (18 Copies @ \$.25)	4.50
12/15/17	DUPLICATING - AS OF 12/15/17 (24 Copies @ \$.25)	6.00
12/15/17	DUPLICATING - AS OF 12/15/17 (22 Copies @ \$.25)	5.50
12/15/17	DUPLICATING - AS OF 12/15/17 (20 Copies @ \$.25)	5.00
12/15/17	DUPLICATING - AS OF 12/15/17 (13 Copies @ \$.25)	3.25
12/15/17	DUPLICATING - AS OF 12/15/17 (13 Copies @ \$.25)	3.25

TOTAL REIMBURSABLE EXPENSES \$ 29.00

TOTAL THIS INVOICE \$ 1,594.55

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

December 31, 2017

FOMB IN RE HTA TITLE III

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL: (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

December 31, 2017
Bill #: 318919
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
December 31, 2017:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 258.50
VOLUME DISCOUNT	<u>\$ -25.85</u>
Net Professional Services	\$ 232.65
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 232.65

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/11/17	HDB	209	Receive and review e-mail from the First Circuit concerning Notice of Appearance in Peaje Appeal.(.10) Prepare Notice of Appearance.(.10)	.20	290.00	58.00
12/11/17	GOD	206	Review and edit notice of appearance for H. Bauer in appellate proceeding 17-2165.	.20	190.00	38.00
12/12/17	GOD	206	File the Notice of Appeal for H. Bauer in of appearance in 17-2165.	.20	190.00	38.00
12/21/17	GOD	206	Draft, edit, and file notice of appearance for H. Bauer in appeal no. 17-2167.	.30	190.00	57.00
12/21/17	MMB	209	Assist H. Bauer in the filing of notice of appearance in the Peaje appeal.	.50	135.00	67.50

TOTAL PROFESSIONAL SERVICES \$ 258.50

VOLUME DISCOUNT \$ -25.85

NET PROFESSIONAL SERVICES: \$ 232.65

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.20	290.00	58.00
GABRIEL L. OLIVERA DUBON	.70	190.00	133.00
MILAGROS MARCANO BAEZ	.50	135.00	67.50
Total	1.40		\$ 258.50

O'Neill & Borges LLC

Bill #: 318919

December 31, 2017

TOTAL THIS INVOICE

\$ 232.65

CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X

**COVER SHEET TO NINTH MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY FOR THE PERIOD OF
JANUARY 1, 2018 THROUGH JANUARY 31, 2018**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	January 1, 2018 through January 31, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$8,599.95
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$8,599.95

This is a: X monthly ___ interim ___ final application

This is O&B's ninth monthly fee application in these cases.

On April 2, 2018 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A

New York, NY 10012

Attn: Professor Arthur J. González
FOMB Board Member

and

Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036

Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,

and

Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602

Attn: Paul V. Possinger, Esq.

Fee Examiner:

Godfrey & Kahn, S.C.

Attn: Brady C. Williamson
bwilliam@gklaw.com

**Co-Counsel for the Official Committee of
Unsecured Creditors:**

Paul Hastings LLP

200 Park Avenue

New York, NY 10166

Attn: Luc. A. Despina, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.

and

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Suite 1601
San Juan, PR 00901-2419

Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036

Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa

500 Tanca Street, Suite 301
San Juan, PR 00901

(In re: Commonwealth of Puerto Rico)

and

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303

Attn: Guy G. Gebhart
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP

919 Third Avenue

New York, NY 1022-3908

Attn: Robert Gordon, Esq.
Richard Levin, Esq.

And

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
416 Ave. Ponce de León
Hato Rey, PR 00918

Attn: A.J. Bennazar-Zequeira, Esq.

HTA TITLE III

Summary of Legal Fees for the Period January 1, 2018 through January 31, 2018

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$290.00	10.70	\$ 3,103.00
Beatriz Baldit Castro	Associate	Corporate	\$165.00	3.60	\$ 594.00
Jorge A. Candelaria	Associate	Corporate	\$170.00	5.40	\$ 918.00
Emiliano Trigo Firtz	Associate	Corporate	\$200.00	24.50	\$ 4,900.00
Milagros Marcano Baez	Paralegal	Litigation	\$135.00	0.30	\$ 40.50

Totals 44.50 \$ 9,555.50

Less: 10% Courtesy discount \$ (955.55)

SUMMARY OF LEGAL FEES	\$ 8,599.95
------------------------------	--------------------

Summary of Disbursements for the Period January 1, 2018 through January 31, 2018

Description - Expenses	Amounts
	\$ -

Totals \$ -

SUMMARY OF DISBURSEMENTS	\$ -
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HTA TITLE III

Summary of Legal Fees for the Period January 1, 2018 through January 31, 2018

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	3.00	\$ 600.00
202	Legal Research	18.10	\$3,494.00
203	Hearings and other Non Filed Communications with the Court	0.10	\$ 29.00
206	Documents Filed on Behalf of the Board	0.50	\$ 145.00
207	Non-Board Court Filings	1.90	\$ 488.00
208	Stay Matters	1.40	\$ 406.00
209	Adversary Proceeding	1.70	\$ 493.00
210	Analysis and Strategy	7.50	\$1,608.00
212	General Administration	4.60	\$1,334.00
219	Docketing	0.30	\$ 40.50
221	Discovery/2004 Examinations	5.40	\$ 918.00

\$9,555.50

Less: 10% Courtesy Discount

\$ (955.55)

TOTALS	44.50	\$8,599.95
---------------	--------------	-------------------

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$7,739.96, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$7,739.96.

Exhibit A

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

February 26, 2018

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

February 26, 2018
Bill #: 319374
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
January 31, 2018:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 7,802.50
Less Discount	<u>\$ -780.25</u>
Net Professional Services	\$ 7,022.25
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 7,022.25

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/04/18	HDB	212	Review and respond to e-mail by J. Cardona regarding meeting on HTA Motion to Compel Assumption of Contracts.	.10	290.00	29.00
1/09/18	HDB	206	Tel. conf. with S. Ma regarding proposed edits and issues regarding Stipulation on HTA Motion to Compel.	.50	290.00	145.00
1/10/18	HDB	208	Receive and review lift stay request for Consuelo Ramos-Aguilar v. Municipality of San Juan, et. al. case number K DP2015-1183	.30	290.00	87.00
1/13/18	HDB	212	Receive and review Order on Second Extension Motion on motion for payment of funds.	.10	290.00	29.00
1/15/18	HDB	212	Review GDB Subpoena for Rule 2004 Examination.(.10) Draft e-mail regarding same.(.10)	.20	290.00	58.00
1/15/18	MMB	219	Docket court notice received by mail dated January 12, 2018, regarding oppositions to notice of compliance and petition for payment of funds dkt. 345 - H. Bauer. U. Fernández, D. Pérez.	.10	135.00	13.50
1/16/18	HDB	208	Review follow-up on lift stay request by Puerto Rico Highways and Transportation Authority v. Finca Matilde, Inc., et als., civil case no. KEF2004-0237.	.10	290.00	29.00
1/16/18	HDB	207	Receive and review Third Joint Notice and Stipulation Amending Deadlines Concerning the Request for Relief of Stay Filed by HTA Managerial Employees	.10	290.00	29.00
1/16/18	HDB	203	Receive and review Order approving Third Joint Notice and Stipulation Amending Deadlines Agreed Concerning the Request for Relief of Stay Filed by Managerial Employees of the Puerto Rico Highway and Transportation Authority	.10	290.00	29.00

O'Neill & Borges LLC

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1/18/18	HDB	208	Receive and review follow-up regarding stay relief request regarding Autoridad de Carreteras y Transportación de P.R. v. Corporación Rexach Hermanos, Inc. y Otros, Civil Num. K EF2004-1050	.10	290.00	29.00
1/19/18	HDB	212	Receive and review initial production of documents by GDB to Siemens pursuant to Rule 2004 Order, in anticipation of depositions.	.40	290.00	116.00
1/21/18	ETF	201	Study M. Bienenstock's questions regarding transfer of license fees and taxes to HTA and related issues raised by the mediators.(.60) Review the official statements of multiple HTA bond issuances.(2.40)	3.00	200.00	600.00
1/22/18	HDB	212	Coordinate meeting regarding Motions to Compel Assumption of Contracts.	.20	290.00	58.00
1/22/18	BAB	202	Review and analyze the official statements for the PRIFA Series 2011 Bonds, and Series 2005 A, B and C Bonds to assess whether bondholders are granted a proprietary right over government tax revenues.	3.60	165.00	594.00
1/22/18	ETF	202	Review pledge language under the 68 and 98 resolutions.(1.30) Review description of allocation of tax revenues under the official statements and bond counsel opinions of HTA bond issuances (6.70) Review description of allocation of tax revenues to HTA under various statutes to analyze issues raised by question posed by the mediators.(2.60)	10.60	200.00	2,120.00
1/23/18	HDB	210	Review e-mail by E. Trigo regarding ownership of Tax Revenue by HTA (.20) and response by M. Bienenstock.(.10)	.30	290.00	87.00
1/23/18	HDB	208	Review stay relief request by RFC Corporation.(.20) Draft e-mails regarding same.(.10)	.30	290.00	87.00
1/23/18	HDB	207	Correspond with counsel for GDB regarding extension of time to oppose National's Rule 2004 Request.(.10) Review issues regarding meet and confer requirements.(.10) Revise and edit draft Urgent Motion to Extend Deadlines.(.30) Tel. conf with counsel for GDB.(.20)	.70	290.00	203.00
1/23/18	HDB	210	Receive and review monoline's demand to BNYM (as fiscal agent for 1968 and 1998 HTA Bonds) to make payments July 3, 2017 Payment.	.30	290.00	87.00

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1/23/18	HDB	207	Review FGIC's Joinder to National's 2004 Motion for GDB examination.	.10	290.00	29.00
1/23/18	ETF	202	Study differences between Spanish and English versions of statutory provisions allocating tax proceeds to HTA.(3.00) Draft email to M. Bienenstock regarding same.(.90)	3.90	200.00	780.00
1/24/18	HDB	210	Commence review of GDB Supplemental Production in response to Siemens Rule 2004, in anticipation of deposition.	.60	290.00	174.00
1/24/18	HDB	212	Review Scheduling Order on National Rule 2004 Motion.(.10) draft e-mail regarding same.(.10)	.20	290.00	58.00
1/24/18	HDB	208	Review Vilella/Blassini Notice to Lift Stay regarding eminent domain.	.20	290.00	58.00
1/25/18	HDB	212	Review draft objection to FGIC's joinder to National's Rule 2004 Request.(.20) Draft e-mails regarding same.(.10) Tel. conf with counsel for GDB.(.20) Review settlement proposal by GBD.(.20) Draft e-mail to Proskauer regarding GDB Settlement proposal. (.10) Draft e-mail to counsel for GDB.(.10) Review National's Opposition to GDB's Urgent Motion for Extension of Time.(.20)	1.10	290.00	319.00
1/25/18	HDB	208	Receive and review follow-up on Finca Matilde stay relief request and draft e-mails regarding same.	.10	290.00	29.00
1/26/18	MMB	219	Docket court notice received by mail dated January 25, 2018, regarding order dkt. 378 on National Public Finance Guarantee Corp.'s motion for entry of order under Bankr. Rule 2004, deadlines to object and reply - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50
1/29/18	HDB	212	Tel. conf. with counsel for Movants on Motions to Compel Assumption of Executory Contracts regarding adjournment of Motion and settlement.(.20) Draft e-mail regarding same.(.10)	.30	290.00	87.00
1/29/18	HDB	212	Review draft Stipulation to hold the National Rule 2004 Motion to GDB in abeyance.(.20) Draft e-mail to Proskauer regarding same.(.10) Draft e-mail to GDB regarding same.(.10) Review additional edits to draft motion.(.20)	.60	290.00	174.00

O'Neill & Borges LLC

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February 26, 2018

1/30/18	HDB	212	Draft e-mails regarding deposition of GDB by Siemens.(.10) Coordinate attendance with GDB and Siemens counsel.(.10) Debrief on deposition testimony.(.30)	.50	290.00	145.00
1/30/18	HDB	212	Revise draft Stipulation to resolve Motions to Compel Assumption of Executory Contracts.	.40	290.00	116.00
1/30/18	HDB	207	Receive and review objection to FGIC's joinder of National Public Finance Guarantee Corporation for Entry of an Order Under Bankruptcy Rule 2004 Authorizing Limited Discovery of the Government Development Bank for Puerto Rico	.30	290.00	87.00
1/30/18	HDB	212	Receive and review (i) joint Motion.(.10) Order holding National 2004 Motion as to GDB in Abeyance.(.10)	.20	290.00	58.00
1/30/18	JAC	221	Observe GDB Deposition taken by Siemens in connection with their Rule 2004 Motion.	3.00	170.00	510.00
1/30/18	JAC	221	Draft notes on GDB Deposition taken by Siemens in connection with their Rule 2004 Motion.	2.40	170.00	408.00
1/30/18	ETF	207	Review Judge Swain's order dismissing monolines complaint pursuant to Fed R. Civ. P.12(b)(6).	.70	200.00	140.00
1/31/18	HDB	212	Review additional edits to draft stipulation to settle Motions to Compel Assumption of Executory Contracts.(.20) Draft e-mail regarding same.(.10)	.30	290.00	87.00
1/31/18	HDB	208	Receive and review stay relief notice by Sucn. Fernandez Garzot (eminent domaine).(20) Draft e-mail regarding the same.(.10)	.30	290.00	87.00
1/31/18	MMB	219	Docket court notice dkt. 383 received by mail dated January 31, 2018, regarding reply to motion dkt 375 for joinder - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50

TOTAL PROFESSIONAL SERVICES \$ 7,802.50

Less Discount \$ -780.25

NET PROFESSIONAL SERVICES: \$ 7,022.25

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
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CONFIDENTIAL-ATTORNEY WORK PRODUCT/ATTORNEY/CLIENT PRIVILEGE

O'Neill & Borges LLC

Bill #: 319374

February 26, 2018

HERMANN BAUER	9.00	290.00	2,610.00
BEATRIZ A. BALDIT CASTRO	3.60	165.00	594.00
JORGE A. CANDELARIA	5.40	170.00	918.00
EMILIANO TRIGO FRITZ	18.20	200.00	3,640.00
MILAGROS MARCANO BAEZ	.30	135.00	40.50
Total	36.50		\$ 7,802.50

TOTAL THIS INVOICE

\$ 7,022.25

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

February 26, 2018

FOMB IN RE HTA TITLE III

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE HTA TITLE III

February 26, 2018
Bill #: 319375
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
January 31, 2018:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 232.00
VOLUME DISCOUNT	<u>\$ -23.20</u>
Net Professional Services	\$ 208.80
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 208.80

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/02/18	HDB	209	Receive and review Judgment in Appeal 17-1830: Peaje v. Unsecured Creditor's committee.	.30	290.00	87.00
1/17/18	HDB	209	Receive and review draft Initial Rule 26(a) Disclosures.(.30) Draft e-mail regarding same.(.10)	.40	290.00	116.00
1/31/18	HDB	209	Review proposed Order to permit Creditor Committee's Intervention in the Peaje adversary proceedings.	.10	290.00	29.00

TOTAL PROFESSIONAL SERVICES \$ 232.00

VOLUME DISCOUNT \$ -23.20

NET PROFESSIONAL SERVICES: \$ 208.80

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.80	290.00	232.00
Total	.80		\$ 232.00

TOTAL THIS INVOICE \$ 208.80